

ARTICLES OF INCORPORATION
OF THE
PETALUMA CO-OPERATIVE CREAMERY.

KNOW ALL MEN BY THESE PRESENTS; That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of California.

And we hereby certify;

FIRST. That the name of this corporation is the PETALUMA Co-OPERATIVE CREAMERY.

SECOND. That the purposes for which it is formed is as follows; to wit; to buy, sell, hypothecate, and otherwise deal in dairy products of every nature or character; to buy, sell, hypothecate, and otherwise deal in poultry, eggs, and farm products of every nature or character; to purchase, own, operate, sell, mortgage, and hypothecate cold storage plants, and to purchase necessary and proper machinery and equipment therefore; to buy, sell, mortgage, and hypothecate, and otherwise deal in goods, wares, and merchandise, and personal property of every kind or character; to buy, sell, hypothecate, and otherwise deal in live stock of every kind or character; to buy, sell, and otherwise deal in meats of every kind or character, and the by-products thereof; to purchase, own, hold, lease, release, mortgage, and hypothecate real estate, and to erect and maintain buildings, or other improvements thereon, and in general, to do and perform all acts and things necessary, or properly incidental to the conduct and operation of creameries and cold storage plants.

THIRD. That the place where its principal business is to be transacted shall be the City of Petaluma, County of Sonoma.

FOURTH. That the term for which it is to exist is Fifty (50) Years from and after the date of its incorporation.

(1).

FIFTH. That the number of its Directors shall be five, and that the names and residences of those appointed for the first year are;

<u>H.J.DADO</u>	<u>Petaluma, California.</u>
<u>S.G.GAMBONINI</u>	<u>Petaluma, California.</u>
<u>AMERICO BLOOM</u>	<u>Petaluma, California.</u>
<u>C.C.BOYSEN</u>	<u>Petaluma, California.</u>
<u>B.B.HINSHAW.</u>	<u>Petaluma, California,</u>

SIXTH. That the amount of the Capital Stock of this Corporation shall be Twenty Five Thousand (\$25,000.00) Dollars, divided into Five Thousand (5000) shares, of the par value of Five (\$5.00) Dollars per share.

SEVENTH. That the amount of said Capital Stock which has been actually subscribed is Fifteen Thousand (\$15,000.00) Dollars, and the following are the names of the persons by whom the same has been subscribed, to wit;

Names of subscribers	Number of shares	Amount.
Silvio G. Gambonini	150	\$750.00
Silvio J. Dado	140	700.00
Bloom Bros.	100	500.00
H.J.Dado	30	150.00
G.Rosselli	20	100.00
A.J.BIanchini	65	325.00
C.Ramatichi	90	<u>450.00</u>
Forward	595	\$2975.00

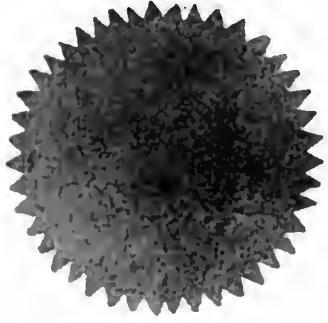
Brought forward	595	\$2975.00
D.B.Spaletta	70	350.00
A.Bloom	75	375.00
A.F.Garzoli	75	375.00
M.Beltrami	20	100.00
A.Bettinelli	100	500.00
Baroni Bros.	150	750.00
W. & R. Guglielmetti	100	500.00
P.F.Leoni	70	350.00
F.Beltrami	20	100.00
B.S.Garzoli	75	375.00
R.S.Respini	50	250.00
C.C.Boysen	40	200.00
B.B.Hinshaw	25	125.00
Arnold Gambonini	100	500.00
Joe Corda	100	500.00
R.L.Mazza	85	425.00
A.F.Casarotti	100	500.00
P.Pronzini	35	175.00
R.Traversi	25	125.00
J.Masciorini	20	100.00
J.V.Silacci	60	300.00
N.Tomasi	40	200.00
E.Soldati	70	350.00
J.Dadami	35	175.00
A.Sartori	100	500.00
H.E.Fiori	80	400.00
F.Bondietti	45	225.00
M.Dolcini	60	300.00
L.S.Guglielmetti	80	400.00
ELzi Bros.		
Forward	<u>120</u>	600.00
	<u>2670</u>	<u>\$13,350.00</u>

(3).

STATE OF CALIFORNIA, }
 } ss.
COUNTY OF SONOMA

I, W. W. FELT, JR., County Clerk, and ex-officio Clerk of the Superior Court,
in and for said County, do hereby certify that the above and foregoing is a full, true
and correct copy of the original Articles of Incorporation of the
"PETALUMA CO-OPERATIVE CREAMERY"

.....
now of record and on file in my office, and that the copy has been compared by me with
the original, and is a correct transcript therefrom, and of the whole of said original.



WITNESS my hand and the seal of said Superior
Court, affixed at my office, in the City of Santa Rosa,
County of Sonoma, State of California, this 10th
day of Sept., 1913.

W. W. FELT, JR., County Clerk.
By J. W. Kinnard Deputy Clerk.

Brought forward 2670		\$13,350.00
P. Zamaroni	50	250.00
Sartori Bros.	50	250.00
Olympio G.Bolla	50	250.00
Ghisletta & Tamagui	55	275.00
S.Greffi	35	175.00
G.Dambrogi	25	125.00
S.Canepe	60	300.00
B. De Martini	20	100.00
G.Brunetti	35	175.00
TOTAL	3000	\$15,000.00

IN WITNESS WHEREOF, we have hereto set our hands and seals,
 this 23rd day of August, 1913.

(SEAL) H.J.Dado
 (SEAL) S.G.Gambonini
 (SEAL) Americo Bloom
 (SEAL) C.C.Boysen
 (SEAL) B.B.Hinshaw

STATE OF CALIFORNIA }
 COUNTY OF SONOMA } SS.

On this 23rd day of August, 1913, before me, Fred S. Howell,
 a notary public in and for said County, residing herein, duly
 commissioned and sworn, personally appeared H.J.Dado, S.G. Gambonini,
 Americo Bloom, C.C.Boysen and B.B.Hinshaw, personally known to me
 to be the persons whose names are subscribed to the within instrument,
 and they each duly acknowledged to me that they executed the same.

(SEAL) Fred S. Howell.
 Notary Public in and for the County
 of Sonoma, State of California.

SEP 10 1913 (4).
 W. W. FELT, JR., County Clerk
[Signature]
 City of Sonoma, State of California
 Co. Clerk

Department of State
Corporation Number
74518
CERTIFIED COPY OF

ARTICLES OF INCORPORATION

O. H.
9.10

PETALUMA CO-OPERATIVE

CREAMERY.

Incorporated
August 23, 1913.

FILED

In the office of the Secretary of State
OF THE STATE OF CALIFORNIA

SEP 12 1913

FRANK C. JORDAN

By *[Signature]* Secretary of State.

RECEIVED
FRED S. HOWELL
1853

(P) FRED S. HOWELL (O)
ATTORNEY AT LAW
PETALUMA,
CAL.

< Certified Copy >

CERTIFICATE FOR INCREASING NUMBER OF DIRECTORS

-of-

PETALUMA COOPERATIVE CREAMERY.

KNOW ALL MEN BY THESE PRESENTS:-

That we, H. J. DADO, the President, and AMERICO BLOOM, the Secretary of Petaluma Cooperative Creamery, formed and existing under the laws of the State of California, do hereby certify and declare: That the number of Directors of this corporation has been and is increased from five (5) to seven (7). That the proceedings had for the purpose of increasing the number of Directors of this corporation was by the written assent of the stockholders of said corporation representing a majority of its subscribed, issued and outstanding capital stock.

That annexed hereto and made a part hereof is a copy of said written assent, the original of which written assent is now on file with the Secretary of said corporation.

IN WITNESS WHEREOF we have hereunto set our hands and affixed hereunto the corporate seal of the said corporation, this 11th day of June, 1917.



H. J. Dado
President
Americo Bloom.
Secretary

STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss
)

H. J. DADO, President of Petaluma Cooperative Creamery, the corporation mentioned in the above Certificate, and AMERICO BLOOM, Secretary of said corporation, being each

duly sworn, each for himself deposes and says: That he has read the above and foregoing Certificate and knows the contents thereof, and that the facts contained therein are true of his own knowledge.

H. J. Gado
President
Americo Olson
Secretary

Subscribed and sworn to before me
this 11th day of June, 1917



Jude J. Felt
NOTARY PUBLIC in and for the County
of Sonoma, State of California

STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss
).
).

I, W.W.Felt, Jr., County Clerk of the County of Sonoma, State of California, hereby certify the foregoing to be a full, true and correct copy of the original Certificate to increase number of Directors of the Petaluma Cooperative Creamery, filed in my office on the 14th day of June, 1917.

ATTEST my hand and my Official Seal this
14th day of June, 1917.

W.W. Felt Jr.
County Clerk
By John Penroughs
Deputy Clerk

Petaluma, California.
August 15, 1916.

We, the undersigned, owners and holders of more than a majority of the outstanding capital stock of the Petaluma Cooperative Creamery, and holding the number of shares set opposite our respective names, do hereby sign our written assent to the increase in the number of Directors from five to seven.

<u>Name of stockholder</u>	<u>Number of shares</u>
H.J.Dado30
A. Bloom75
C.C.Boysen.40
Soldati & Bolla60
E.Tomesi.40
S.G.Gambonini75
I Pronini65
Futnam & Tomasetti10
S.J.Dado.	140
A.J.Volkerts.	40
M.Soldati & Co.	50
C.R.Fairbanks	100
J.H.Palmer.	30
Bloom Bros.	100
R.J.Craig	25
R.L.Mazza	100
A. Gambonini	100
C.J.Cunningham	40
C.K.Maack	40
A.J.Petersen.	40
P.F.Leoni	55
Ghisletta Tamagni	55
R.J.Recipini	60
A. Bettinelli	100
Chas. Barboni	100
J.H.Barboni	130
Q. V. Silacci	75
A. Ghisletta	100
Thos. Gehmorini	100
F. Bresciani.	100
A.W.Andersen	15
P. Cheda	100
F. Lanzi	90
J. Guenini	80

TOTAL..... 2360 Shares.

FILED

In the office of the Secretary of State

OF THE STATE OF CALIFORNIA

JUN 25 1917

FRANK C. JORDAN

By *Frank C. Jordan*
Secretary of State
Deputy

1917
(Certified copy)
CERTIFICATE FOR INCREASING
NUMBER OF DIRECTORS OF
PETALUMA COOPERATIVE CREAMERY.

Dated: June 11th 1917



Attorney for

Day of 1917

Due service, and receipt of a copy of the within, is hereby admitted this

FRED S. HOWELL
ATTORNEY-AT-LAW
PETALUMA, CALIFORNIA
Attorney for

CERTIFICATE OF INCREASE OF THE CAPITAL STOCK OF PETALUMA
COOPERATIVE CREAMERY.

A special meeting of the stockholders of Petaluma Cooperative Creamery, a corporation organized and existing under the laws of the State of California, was held at the office of said corporation at its executive office at the corner of Western Avenue and Bakery Streets, City of Petaluma, County of Sonoma, State of California, (said place being the principal place of business of said corporation, and being the office of said corporation in the said City of Petaluma, and the room where its Board of Directors usually meet) on the 25th day of October, 1917, at 1 o'clock in the afternoon of that day, in accordance with the resolution and order of the Board of Directors of said corporation calling said meeting and the notices thereof given, addressed and mailed as hereinafter set-forth.

On motion duly made, seconded and carried H.J.Dado was elected President of said meeting, and on motion duly made, seconded and carried Americo J. Bloom was elected Secretary of said meeting. The entire capital stock of said corporation was on said 25th day of October, 1917, \$25,000.00, divided into 5,000 shares of \$5.00 each, and the total number of subscribed shares of said corporation was on said day and now is 5,000 shares. There were present in person or by proxy at said meeting the stockholders owning and holding 3515 shares of the subscribed capital stock of said corporation.

On motion duly made, seconded and carried, the chairman caused the secretary to read the resolution of the Board of Directors calling the said meeting of stockholders, which said resolution is in words and figures following:-

"BE IT RESOLVED, that a meeting of the stockholders

of Petaluma Cooperative Creamery, a corporation, be called for and held on the 24th day of October, 1917, at 1 o'clock in the afternoon of that day, at the office of said corporation at its executive office on the corner of Western Avenue and Bakery Streets, in the City of Petaluma, County of Sonoma, State of California, (said place of meeting being at the principal place of business of said corporation and at the building where the Board of Directors usually meet) for the purpose of offering and acting upon the proposal to increase the capital stock of said corporation from \$25,000.00, divided into 5,000 shares of the par value of \$5.00 per share, to \$70,000.00 divided into 10,000 shares of the par value of \$7.00 each; that notice of said meeting be published in the Petaluma Daily Courier, a newspaper published in said City of Petaluma, once a week for at least sixty days.

That the secretary of said corporation is hereby directed to address and mail a notice of said meeting to each of the stockholders of said corporation in the manner prescribed by section 359 of the Civil Code of said State of California at least thirty days before said day appointed for said meeting, and that said notice be in the following form:-

"NOTICE IS HEREBY GIVEN, that in pursuance of a resolution and order of the Board of Directors of the Petaluma Cooperative Creamery, a corporation organized and existing under and by virtue of the laws of the State of California, duly adopted at a special meeting of said Board duly called and held on the 21st day of August, 1917, at the office of said corporation at the corner of Western Avenue and Bakery Streets, City of Petaluma, County of Sonoma, State of California, a meeting of the stockholders of said corporation is hereby called for and will be held at the office of the Company at the corner of Western Avenue and Bakery Streets, City of Petaluma, County of Sonoma, State of California, on Thursday, the 25th day of October, 1917, at the hour of 1 o'clock in the afternoon of that day,

for the purpose of considering and acting upon the proposal to increase the capital stock of said corporation from \$25,000.00, divided into 5,000 shares of the par value of \$5.00 per share, to \$70,000.00, divided into 10,000 shares of the par value of \$7.00 per share. The amount to which it is proposed to increase the capital stock is \$70,000.00.

And for the further purpose of considering amendments to the Articles of incorporation and such other matters as may properly come before the meeting.

By order of the Board of Directors, dated August 21, 1917.

AMERICO J. BLOOM, Secretary of Petaluma Cooperative Creamery. "

The By-Laws of said corporation do not prescribe any newspaper in which notices of meetings of the corporation or of its stockholders or directors are to be published.

The secretary thereupon read the following affidavit of himself, as follows, to wit:-

"AFFIDAVIT OF AMERICO J. BLOOM."

STATE OF CALIFORNIA)
) ss.
COUNTY OF SONOMA)

AMERICO J. BLOOM, being first duly sworn, deposes and says: That he is and at all times hereinafter mentioned was a citizen of the United States, over the age of twenty-one years; that he is and for more than one year continuously last past has been Secretary of Petaluma Cooperative Creamery, a corporation duly organized and existing under and by virtue of the laws of the State of California; that on the 25th day of August, 1917, he addressed to each of the stockholders of said corporation whose names appear on the books of said company as sufficiently addressed, at his place of residence, (the place of residence of each of said stockholders then and now being known to affiant) a notice of which the following is a true copy:-

"NOTICE TO STOCKHOLDERS OF PETALUMA
COOPERATIVE CREAMERY.

NOTICE IS HEREBY GIVEN, that in pursuance of a Resolution and Order of the Board of Directors of the Petaluma Cooperative Creamery, a corporation organized and existing under and by virtue of the laws of the State of California, duly adopted at a special meeting of the said Board duly called and held on the 21st day of August, 1917, at the office of said corporation, at the corner of Western Avenue and Baker Streets, city of Petaluma, County of Sonoma, State of California, a meeting of the stockholders of said corporation is hereby called for and will be held at the office of the company at the corner of Western Avenue and Baker Street, City of Petaluma, County of Sonoma, state of California, on Thursday, the 25th day of October, 1917, at the hour of 1 o'clock in the afternoon of that day, for the purpose of considering and acting upon the proposal to increase the capital stock of said corporation from \$25,000.00, divided into 6,000 shares of the par value of \$5.00 per share, to \$70,000.00, divided into 10,000 shares of the par value of \$7.00 per share. The amount to which it is proposed to increase the capital stock is \$70,000.00.

And for the further purpose of considering amendments to the Articles of Incorporation, and such other matters as may properly come before the meeting.

By order of the Board of Directors, dated August 21st,
A.D. 1917.

AMERICO J. BLOOM, Secretary of Petaluma
Cooperative Creamery, a
corporation."

That on said 25th day of August, 1917, he deposited in the United States Postoffice at Petaluma, County of Sonoma, State of California, with postage fully prepaid, each and all of said notices addressed as aforesaid; that the stockholders to whom said notices were addressed and mailed as aforesaid were on said 25th day of August, 1917, and now are all of the then stockholders of said

corporation.

A. BLOOM,

Subscribed and sworn to before me
this 16th day of October, 1917

FRED S. HOWELL,
(SEAL) Notary Public in and for the County
of Sonoma, State of California "

The secretary thereupon read the following affidavit
of Homer W. Wood, as follows, towit:-

"AFFIDAVIT OF HOMER W. WOOD OF PUBLICATION
OF NOTICE.

STATE OF CALIFORNIA)
 } ss.
COUNTY OF SONOMA)

HOMER W. WOOD, being first duly sworn, deposes and
says: that he is a citizen of the United States. That he is and
at all times hereinafter mentioned was over the age of twenty-one
years and competent to be a witness on the hearing of the matter
mentioned in the printed notice hereinafter setforth. That he has no
interest whatsoever in the same.

That he is the Proprietor and publisher of The Petaluma
Daily Courier, a newspaper printed and published daily, (Sundays and
legal holidays excepted) in Petaluma, State of California, and has
charge of all the advertisements and notices published in said news-
paper. That an advertisement of a notice to the stockholders of
Petaluma Cooperative Creamery, of which the annexed is a printed copy,
was published in the above named newspaper, (Sundays and legal holidays
excepted) for a period of once a week for at least sixty days, and
once a week for two months, on the following days, towit: August 28,
29, September 5, 12, 19, 26, October 3, 10, 17 and 24th.

That the said Petaluma Daily Courier is and was at all
times herein mentioned a newspaper of general circulation for the
dissemination of general news and information, and not devoted to the
interests or purposes of any particular class, trade or

profession.

HOMER W. WOOD,

Subscribed and sworn to before me
this 25th day of October, 1917.

(SEAL) FRED S. HOWELL,
Notary Public in and for the County
of Sonoma, State of California "

(That a copy of the notice to stockholders identical to that as set forth in the affidavit of A.J.Bloom is referred to and attached to the above affidavit of Homer W. Wood.)

Thereupon, motion being duly made, seconded and carried, it was by the meeting

RESOLVED, that notice of this meeting has been given in accordance with the requirements of the law of the State of California and that more than two-thirds of all of the issued, subscribed and outstanding capital stock of said corporation is at this meeting represented by the owners thereof, present either in person or by proxy, and that this meeting is competent to proceed with the transaction of the business for which it has been called.

Thereupon, a motion was duly made and seconded that the following resolution be adopted, towit:

RESOLVED, by the stockholders of Petaluma Cooperative Creamery, a corporation, representing more than two-thirds of all the subscribed capital stock of said corporation, in meeting duly assembled and called by the Board of Directors of said corporation, that said corporation, Petaluma Cooperative Creamery, increase its capital stock from \$25,000.00, divided into 5,000 shares of the par value of \$5.00 each, to \$70,000.00, divided into 10,000 shares of the par value of \$7.00 per share, and that the said capital stock of \$25,000.00 be and the same is hereby increased to \$70,000.00, divided into 10,000 shares of the par value of \$7.00 each; that the chairman and secretary of this stockholders' meeting, and a majority

of the Directors of said corporation, sign the certificate required by law, and that said secretary file the same in the office of the County Clerk of the County of Sonoma, State of California, and file a certified copy thereof in the office of the Secretary of State of the State of California.

Upon being put to vote said motion was unanimously carried, and said resolution adopted by the vote of 3515 shares of the capital stock of said corporation, said stockholders owning and representing more than $\frac{2}{3}$ of the capital stock of said corporation.

The chairman thereupon declared the result of said vote as above stated, and there being no further business to be transacted at this meeting, on motion duly made, seconded and carried, it was adjourned.

H.J.DADO

Chairman

AMERICO J. BLOOM

Secretary

We, the undersigned, H.J.Dado, chairman, and Americo J. Bloom, secretary of the aforesaid special meeting of the stockholders of Petaluma Cooperative Creamery, a corporation organized and existing under and by virtue of the laws of the State of California, and E.S.Tomansi, S.G.Gambonini, J.H.Barboni, A.J.Petersen, B.B.Hinshaw, being the complete Board of Directors of said corporation, do hereby certify, that all the foregoing is true and correct and is a true and full record of the proceedings had and business done at said meeting of stockholders, and we further certify that the Board of Directors on the 21st day of August, 1917, at a special meeting of said Board, at which a majority of said Board was present, unanimously passed and adopted a resolution

set forth in the foregoing proceedings as having been adopted by said Board, and that, in pursuance of said resolution and order of said Board of Directors, notice of said meeting of stockholders, (which notice is hereinbefore set forth) was given by publication once a week for at least sixty days, in a newspaper published in the County where the principal place of business of said corporation is located, in the manner stated in the foregoing affidavit of Homer W. Wood; and that the secretary of said corporation also addressed a copy of said notice to each of its stockholders at his known place of residence, at least thirty days before the day appointed for said meeting of stockholders, in the manner stated in the foregoing affidavit of Americo J. Bloom; that the originals of said affidavits of Homer W. Wood and Americo Bloom are now on file in the office of the secretary of said corporation; that said meeting of stockholders was held at the time and place indicated in said notice; that said place of meeting was at the principal place of business of said corporation, and at the building where the Board of Directors usually meet; that at said meeting there were present the owners and holders of 3515 shares of the issued, outstanding and subscribed capital stock of said corporation, which said shares were more than two-thirds of the issued, subscribed and outstanding capital stock of this corporation. That the resolutions set out in the foregoing statement as being passed and adopted at said meeting of stockholders were duly adopted by an affirmative vote representing 3515 shares of the issued, subscribed and outstanding stock of said corporation; and that thereupon and thereby the capital stock of said corporation was increased from \$25,000.00, divided into 15,000 shares of the par value of \$5.00 per share, to \$70,000.00, divided into 10,000 shares of the par value of \$7.00 per share.

IN WITNESS WHEREOF we have hereunto set our hands and

seals, this 25th day of October, 1917.

H.J.Dado

Chairman of said meeting of stockholders and
President of said corporation.

Americo J. Bloom

Secretary of said meeting of stockholders and
Secretary of said corporation.

E.S.Tomansi

(CORPORATE SEAL)

S.G.Gambonini

J.H.Barboni

A.J.Petersen

B.B.Hinshaw

Being and constituting the Board of Directors
of said corporation

STATE OF CALIFORNIA)
) ss.
COUNTY OF SONOMA)

On this 25th day of October, 1917, before me, Fred S. Howell, a Notary Public in and for the County of Sonoma, State of California, residing therein, duly commissioned and sworn, personally appeared H.J.Dado, Americo J. Bloom, E.S.Tomansi, S.G.Gambonini, J.H.Barboni, S.J.Petersen and B.B.Hinshaw, known to me to be the Directors of the Petaluma Cooperative Creamery, the corporation mentioned in the foregoing certificate of proceedings, and to be and constituting the Board of Directors of said corporation; and they each duly and severally acknowledged to me that they executed the foregoing instrument as such directors respectively.

IN WITNESS WHEREOF I have hereunto set my hand, and affixed my Official Seal, at my office in the County of Sonoma, the day, month and year first hereinabove written.

FRED S. HOWELL

(SEAL)

Notary Public in and for the County
of Sonoma, State of California.

STATE OF CALIFORNIA)
) ss.
COUNTY OF SONOMA)

J.J.Dado, President of the foregoing Petaluma Cooperative

Creamery, the corporation mentioned in the foregoing certificate, and America J. Bloom, Secretary of said corporation, being each duly sworn, each for himself deposes and says; that he has read the foregoing certificate and knows the contents thereof, and that the facts contained therein are true of his own knowledge.

H. J. DADO

President

AMERICO J. BLOOM

Secretary

Subscribed and sworn to before me
this 25th day of October, 1917.

(SEAL)

FRED S. HOWELL
Notary Public in and for the County
of Sonoma, State of California.

STATE OF CALIFORNIA)
) ss
COUNTY OF SONOMA)

I, W.W.FELT, JR., County Clerk of the County of Sonoma, State of California, hereby certify that the foregoing is a full, true and correct copy of the original certificate of increase of capital stock of Petaluma Cooperative Creamery, filed in my office on the 26th day of October, 1917.

ATTEST my hand and my Official Seal, this 26th day of October, 1917.

W. W. Felt Jr. County Clerk
By R. G. Adams Jr. Deputy "

(Endorsed)
"FILED"

OCT 26 1917

W. W. FELT, JR., County Clerk
BY R. G. Adams Jr."
Dep. Clerk

Increase Capital Stock

\$ 25,000
to
\$ 70,000

Frank C. Jordan
Secretary of State
Petaluma, California
3rd Floor
Oct 29, 1917

CERTIFICATE OF INCREASE
OF CAPITAL STOCK OF
PETALUMA COOPERATIVE
CREAMERY, A COR PORATION.

FILED

In the office of the Secretary of State
OF THE STATE OF CALIFORNIA

OCT 29 1917

FRANK C. JORDAN
SECRETARY OF STATE

3rd Floor
Petaluma, California

Custodian Copy

FRED S. HOWELL
ATTORNEY-AT-LAW
PETALUMA, CALIFORNIA
Attorney for

..... Attorney for

..... day of 191.....

Due service, and receipt of a copy of the within, is hereby admitted this

AMENDED ARTICLES OF INCORPORATION

-of

PETALUMA COOPERATIVE CREAMERY.

WHEREAS, at a meeting of the Board of Directors of Petaluma Cooperative Creamery, duly and legally called and held at the office of said corporation at the City of Petaluma, County of Sonoma, State of California, at 1 o'clock on the 17th day of November, 1917, all of the members of said Board of Directors being present and voting, it was determined by resolution passed and adopted by unanimous vote, duly recorded, to amend the Articles of Incorporation of said corporation, and the said Amended Articles of Incorporation of said corporation as hereinafter set forth were read, duly considered and adopted by said Board of Directors of said corporation:

NOW THEREFORE, THESE AMENDED ARTICLES OF INCORPORATION OF PETALUMA COOPERATIVE CREAMERY WITNESSETH:-

FIRST: (original) That the name of this corporation is the Petaluma Cooperative Creamery.

SECOND: (as amended) That the purposes for which it is formed are as follows, to-wit:- To promote and maintain cooperation and mutual assistance among dairymen and the producers of butter-fat, in the production, manufacture, transportation and sale of their products, for the purpose and to the end of producing the most healthy and sanitary products, and for the further purpose of economy in the production, manufacture, transportation and sale of such commodities. It is expressly declared not to be the purpose of this company to form a combination to raise prices nor to fix or to assist in fixing the market prices of any commodity.

That it shall have the power to limit its membership and right to hold its certificates of stock to dairymen only. That it shall have the power in order to carry out its cooperative purposes,

to issue and sell its stock on condition that the holders thereof remain dairymen, and at the time of such issue and sale it may contract to repurchase such stock at the reasonable value thereof upon the stockholder ceasing to remain a dairyman, and upon such repurchase, it shall have the power to hold its own stock for re-sale but not as a cancellation nor reduction of its capital stock. That said contract of repurchase may be evidenced by its by-laws, which shall be expressly consented to in writing by the stockholder at the time of the issuance and sale of stock to such stockholder, which said agreement of repurchase shall be indorsed on the back of each certificate of stock.

That it is formed for the further purposes, towit: to buy, sell, hold, hypothecate and otherwise deal in dairy products of every nature or character; to buy, sell, hold, hypothecate or pledge or otherwise deal in poultry, eggs and farm products of every nature or character; to purchase, own, operate, sell, mortgage and hypothecate cold storage plants, and to purchase, own and sell necessary machinery and equipment therefor; to buy, sell, mortgage and hypothecate and otherwise deal in goods, wares and merchandise and personal property of every kind or character; to buy, sell, hypothecate and otherwise deal in live stock, and to buy, sell and otherwise deal in meats of every kind or character and the by-products thereof; to purchase, own, hold, lease, release, mortgage and hypothecate real estate, and to erect and maintain buildings or other improvements thereon; to buy, own, pledge and hypothecate stocks in other corporations; to declare dividends from the net profits of its business, and from the net profits of its business to pay to the stockholders a bonus on the proportionate amount of butter-fat delivered by them to the company, which bonus may be paid partly in lieu of dividends; and in general, to do and perform all acts and things necessary or proper incident to the conduct and operation of cooperative creameries and cold storage plants, and to make reasonable and proper rules and

regulations in order to effectuate its cooperative purposes.

THIRD: (original) That the place where its principal business is to be transacted shall be the City of Petaluma, County of Sonoma

FOURTH: (original) That the term for which it is to exist is fifty years from and after ^{the date of} its incorporation.

FIFTH: (original) That the number of its Directors shall be Five, and the names and residences of those who are appointed for the first year are:

H.J.Dado,	Petaluma, California.
S.G.Gambonini,	Petaluma, California.
Americo Bloom,	Petaluma, California.
C.C.Boysen,	Petaluma, California
B.B.Hinshaw,	Petaluma, California.

FIFTH: (as amended on June 25th.1917.) That the number of Directors shall be seven.

SIXTH: (as amended) That the capital stock of this corporation shall be \$70,000.00 divided into 10,000 shares of the par value of \$7.00 per share.

SEVENTH: (original) That the amount of its capital stock which has been actually subscribed is \$15,000.00 and the following are the names of the persons by whom the same has been subscribed, to wit:-

Name of Subscribers	Number of Shares	Amount
Silvio G.Gambonini	150	\$750.00
Silvio J.Dado	140	700.00
Bloom Bros.	100	500.00
G.Rosselli	20	100.00
A.J.Banchini	30	150.00
C.Ramatici	65	325.00
D.B.Spalatka	90	450.00
A.Bloom	70	350.00
A.F.Garzoli	75	375.00
M.Beltrami	75	375.00
A.Bettinelli	20	100.00
Baroni Bros.	100	500.00
W.&R.Guglielmetti	150.	750.00
P.F.Leoni	100	500.00
F.Beltrami	70	350.00
	20	100.00

Name of Subscriber continued	Number of shares	Amount
B. S. Gerzoli	75	\$375.00
R. S. Respini	50	250.00
C. C. Boysen	40	200.00
B. B. Hinshaw	25	125.00
Arnold Gamberini	100	500.00
Joe Corda	100	500.00
R. L. Muzza	85	425.00
A. F. Casarotti	100	500.00
P. Pronzini	35	175.00
R. Traversi	25	125.00
J. Masciorini	20	100.00
J. V. Silacci	60	300.00
N. Tomasi	40	200.00
E. Soldati	70	350.00
J. Dadami	35	175.00
A. Sartori	100	500.00
H. E. Fiori	80	400.00
F. Bondietti	45	225.00
H. Dolcini	60	300.00
L. S. Guglielmetti	60	400.00
Elzi Bros.	120	600.00
P. Zamaroni	50	250.00
Sartori Bros.	50	250.00
Olympio G. Bolla	50	250.00
Ghisletta & Tamagni	65	275.00
S. Greffi	35	175.00
G. Dambrogi	25	125.00
S. Canepa	60	300.00
B. DeMartini	20	100.00
G. Brunetti	35	175.00
TOTAL 5000		\$15000.00

IN WITNESS WHEREOF we have hereunto set our hands and seals
this 27th day of December, 1917.

H.J.DADO President.

A.BLOOM Secretary.

Attest:

A.J.PETERSEN

A.BLOOM

S.G.GAMBONINI

B.B.HINSHAW

E.S.TOMASI

(CORPORATE SEAL)

J.H.BARBONI

H.J.DADO

Complete board of directors of
Petaluma Cooperative Creamery.

STATE OF CALIFORNIA)
) ss.
County of Sonoma)

We, the undersigned, H.J.Dado, President, and Americo
J.Bloom, Secretary, and E.S.Tomasi, S.G.Gambonini, J.H.Baroni,
A.J.Petersen and B.B.Hinshaw, being and constituting the President and
Secretary and complete board of directors of Petaluma Cooperative
Creamery, do hereby certify and declare the above and foregoing to
be the true and correct amended articles of incorporation of said
corporation, and we do further certify and declare, that paragraphs
Second, Fifth and Sixth of the Original Articles of Incorporation
of said corporation have been and are now amended in accordance with
set forth
and as hereinbefore/in the foregoing amended articles of incorporation.
We do further certify that in adopting the amendments to the original
articles of incorporation of said corporation the following
proceedings were had;

That paragraph Second of the original articles of
incorporation of said corporation was amended as hereinbefore set-

forth in the above and foregoing amended Articles of Incorporation, and that in adopting said amendment the following proceedings were had: That at a special meeting of the stockholders of said corporation duly called and held on the 25th day of October, 1917, at the hour of 1 o'clock in the afternoon of said day, at the principal place of business of said corporation, it was resolved by the vote of more than two-thirds of the issued, subscribed and outstanding capital stock of said corporation that said paragraph Second of the original Articles of Incorporation of this company be amended as hereinbefore set forth in the above and foregoing Amended Articles of Incorporation. That said original Articles of Incorporation, by virtue of said resolution, were and are amended accordingly.

That paragraph Fifth of the original Articles of Incorporation of this company was amended on the 25th day of June, 1917, with the written assent of the stockholders of said corporation representing a majority of its subscribed, issued and outstanding capital stock. That in pursuance of said written assent and amendment of paragraph Fifth of the original Articles of Incorporation of this company, a certificate of increase of number of Directors of said corporation duly certified by the President and Secretary of said corporation, wherein it was stated what proceedings were had for the purpose of increasing the number of Directors of said corporation, was filed together with a copy of said written assent of stockholders as aforesaid, in the office of the County Clerk of the County of Sonoma, the same being the County wherein the principal place of business of said corporation is located, and a copy thereof, together with a copy of said written assent, and duly certified by the County Clerk of the said County of Sonoma, was duly filed with the Secretary of State of the State of California on the 25th day of June, 1917.

That in adopting the amendment to paragraph Sixth of the

original Articles of Incorporation of this company, the following proceedings were had:- At a special meeting of the Board of Directors of said corporation, duly called and held on the 21st day of August, 1917, at which said meeting there was more than a majority of the Directors of said corporation, it was resolved that a meeting of the stockholders of said corporation be called for and held at the principal place of business of the company on the 25th day of October, 1917, at the hour of 1 o'clock in the afternoon of said day, for the purpose of considering and acting upon a proposal to increase the capital stock of said corporation from \$25,000.00, divided into 5,000 shares of the par value of \$5.00 per share, to \$70,000.00, divided into 10,000 shares of the par value of \$7.00 per share. That by the vote of the Directors present at said meeting it was further resolved that the Secretary of said corporation mail a notice of said meeting to each of the stockholders of said corporation in the manner prescribed by section 259 of the Civil Code of the State of California at least thirty days before the said day appointed for said meeting, and that in addition thereto the said Secretary cause to be published a copy of said notice in the Petaluma Courier, a newspaper of general circulation published in the City of Petaluma, such notice to be published for a period of not less than sixty days before the time appointed for said meeting. That in pursuance thereof the said Secretary personally mailed notice as directed by said Board, and in addition thereto caused a copy of said notice to be published in the Petaluma Courier for more than sixty days before the time appointed for said meeting. That at said special meeting of stockholders, duly called and held as aforesaid at the principal place of business of said corporation, on the 25th day of October, 1917, at the hour of 1 o'clock in the afternoon of that day, it was resolved by the vote of more than two-thirds of all of the issued, subscribed and outstanding capital stock of said corporation that the

capital stock of said corporation be increased from \$25,000.00, divided into 5,000.0 shares of the par value of \$5.00 per share to \$70,000.00, divided into 10,000 shares of the par value of \$7.00 per share. That for further particulars and details of the proceedings had whereby paragraph Sixth of the original Articles of Incorporation of this Company was amended reference is hereby made to the certificate of increase of capital stock of Petaluma Cooperative Creamery heretofore duly filed in the office of the County Clerk of the County of Sonoma, State of California, and a certified copy of said certificate heretofore duly filed in the office of the Secretary of State of the State of California. That in pursuance of said proceedings, more particularly set forth in said certificate of increase of capital stock, said paragraph Sixth of the original Articles of Incorporation was and is now amended as hereinbefore set forth in paragraph Sixth of the foregoing Amended Articles of Incorporation. That in pursuance of said certified copy of certificate of increase of capital stock, duly filed in the office of the Secretary of State, as aforesaid, there has been issued to said corporation a certificate under the seal of the State of California of said increase of capital stock.

IN WITNESS WHEREOF we have hereunto set our hands and seals, and caused the corporate seal of said corporation to be affixed hereto, all this 27th day of December 1917.

Attest:

A.J.PETERSEN
A.BLOOM
S.G.GAMBONINI
E.S.TOMASI
B.B.HINSHAW
J.H.BARBONI
H.J.DADO

Board of Directors.

H.J.DADO

President.

A.BLOOM

Secretary.

(CORPORATE SEAL)

Subscribed and sworn to before
me this 27 day of December, 1917.

Fred S. Howell. (NOTARY)
(SEAL)

Notary Public in and for the
County of Sonoma, State of California

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STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss.

BE IT REMEMBERED, that on this 27th day of December, 1917, before me, Fred S. Howell, Notary Public in and for the County of Sonoma, residing therein, duly commissioned and sworn, personally appeared H.J.Dudo, known to me to be the President of Petaluma Cooperative Creamery, and Americo J. Bloom, known to me to be the Secretary of said corporation, and M.S.Tomasi, J.H.Barboni, S.G. Cambonini, A.J.Petersen and E.B.Minshaw, known to me to be the complete Board of Directors of said corporation, and being by me each duly and severally sworn, each for himself and not one for the other deposed and said, that he has read the above and foregoing certificate subscribed by him and knows the contents thereof, and that the statements and facts contained therein are true of his own knowledge.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Official Seal at my office in the County of Sonoma, the day and year in this Certificate first above written.



Fred S. Howell
Notary Public in and for the County of
Sonoma, State of California

STATE OF CALIFORNIA)
County of Sonoma) ss.

I, W.W.FELT, JR., County Clerk of the County of Sonoma, State of California, and ex-officio Clerk of the Superior Court in and for the said County, do hereby certify that the foregoing is a full, true and correct copy of the original Amended Articles of Incorporation of Petaluma Cooperative Creamery, now of record and on file in my office, and that said copy has been compared by me with the original and is a correct transcription therefrom and from the

whole of said original, including the certificate of the President and Secretary and majority of the Board of Directors of said company as to the correctness thereof.

WITNESS my hand and the seal of the Superior Court affixed at my office in the City of Santa Rosa, County of Sonoma, State of California, this 29th day of December, 1917.

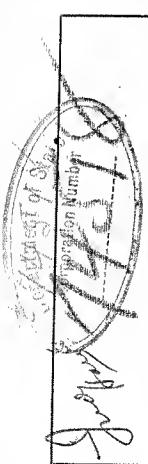
W.W. Reet Jr.
County Clerk.
By Chas. O. Scott
Deputy County Clerk.

Due service, and receipt of a copy of the within, is hereby admitted this.....

..... day of 191.....

Attorney ... for

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AMENDED ARTICLES OF
INCORPORATION OF
PETALUMA COOPERATIVE CREAMERY

Authentic.
COPY

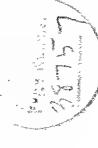
FRED S. HOWELL
ATTORNEY-AT-LAW
PETALUMA, CALIFORNIA
Attorney for

FILED

In the office of the Secretary of State
OF THE STATE OF CALIFORNIA

JAN 3 1918

FRANK C. JORDAN
SECRETARY OF STATE
By *Frank C. Jordan* DEPUTY



CERTIFICATE OF INCREASE OF CAPITAL STOCK OF PETALUMA CO-OPERATIVE
CREAMERY

A special meeting of the Stock-holders of Petaluma Co-operative Creamery, a corporation organized and existing under and by virtue of the laws of the State of California, was held at the offices of said Company, at its executive offices at the corner of Baker Street and Western Avenue, in the City of Petaluma, County of Sonoma, State of California, being the principal place of business of said corporation, and said room being the office of said corporation in the said City of Petaluma, and the room where its Board of Directors usually meet, on the 12th day of April, 1921, at 1:30 o'clock P. M. of that day, in accordance with the resolution and order of the Board of Directors of said Corporation, calling said meeting and the notices thereof given, addressed and mailed as hereinafter setforth.

On motion duly made, seconded and carried, H. J. Dado was elected president of said meeting, and on like motion duly made, seconded and carried, A. Bloom was elected Secretary of said meeting.

The entire capital stock of said corporation was, on said 12th day of April, 1921, \$70,000, divided into 10,000 shares of the par value of \$7.00 each, and the total number of subscribed shares of said corporation was, on said day and now is, 8853 shares.

There were present in person or by proxy at said meeting, the share-holders owning and holding 6753 shares of the subscribed capital stock of said corporation. On motion duly made, seconded and carried, the chairman caused the secretary to read the resolution to the Board of Directors calling said meeting of stock-holders, which said resolution was in words and figures following:

"Be it resolved and ordered that a meeting of the

stock-holders of Petaluma Co-operative C
be called for and held on this day, the
at 1:30 o'clock in the afternoon of that
corporation, at its executive offices at
Avenue and Baker Street, City of Petaluma
of California (said place of meeting bein
of business of said corporation, and at t
Board of Directors usually meet), for the
and acting upon a proposition to increase
said corporation from \$70,000.00 divided
par value of \$7.00 each, to \$140,000.00 d
of the par value of \$7.00 each."

That notice of said meeting
"Petaluma Argus", a newspaper published in
luma, once a week for at least sixty days.

That the Secretary of said co
directed to address and mail a notice of s
the stock-holders of said corporation, in
by Section 359 of the Civil Code of the St
least thirty days before said day appointe
that said notice be in the following form:

"NOTICE OF STOCK-HOLDERS MEETING OF PETALUMA CO-OPERATIVE CREAMERY"

The bylaws of said corporation do not prescribe any
newspaper in which notices of meetings of the corporation or its
stockholders or directors are to be published. The secretary
thereupon read the following affidavits of himself and John A.
Olmsted, to-wit:

"AFFIDAVIT OF A. BLOOM"

State of California 0
County of Sonoma) SS

"A. Bloom, being first duly sworn, deposes and says:
That he is and at all the times hereinafter mentioned, was a
citizen of the United States, and over the age of twenty-one
years; That he is, and for more than a year continuously last
past, has been Secretary of Petaluma Co-operative Creamery, a cor
poration organized and existing under and by virtue of the laws
of the State of California; That on the 21st day of February,
1921, he addressed to each of the stock-holders of said corpora
tion, whose names appear on the books of said Company, sufficient
ly addressed at his place of residence (the place of residence of
each of said stock-holders then and now being known to affiant)
a notice of which the following is a true copy.

NOTICE OF STOCK-HOLDERS'
MEETING OF PETALUMA CO-
OPERATIVE CREAMERY

And that on said 21st day of February, 1921, he deposited in the United States Post Office at Petaluma, County of Sonoma, State of California, with the postage thereon fully prepaid, each and all of said notices, addressed as aforesaid; That the stock-holders to whom said notices were addressed and mailed as aforesaid, were on said 21st day of February, 1921, and now are, all the stock-holders of said corporation."

(Signed) A. BLOOM

"Subscribed and sworn to before me
this 7th day of February, 1921.

(Seal) FRED S. HOWELL
Notary Public in and for the County
of Sonoma, State of California."

"AFFIDAVIT OF JOHN A. OLMSTED BY ORDER OF THE BOARD
OF DIRECTORS.

State of California }
County of Sonoma } SS

(Signed)
AMERICO J. BLOOM,
Secretary of Petaluma Co.-
Operative Creamery.

JOHN A. OLMSTED, being first duly sworn, deposes and says: That at all times hereinafter mentioned he was a citizen of the United States, over the age of eighteen years, and a resident of said County, and was at and during all said times the manager printer and publisher of The Petaluma Argus, a newspaper of general circulation printed and published daily in the City of Petaluma, in said County of Sonoma, State of California; that said The Petaluma Argus is and was at all times herein mentioned, a newspaper of general circulation as that term is defined by Section 4460 of the Political Code, and, as provided by said section, is published for the dissemination of local and telegraph news and intelligence of a general character, having a bona fide subscription list of paying subscribers, and is not devoted to the interests, or published for the entertainment or instruction of a particular class, profession, trade, calling, race or denomination, for the entertainment and instruction of any number of such classes, profession, trades, callings, races or denominations; that at all said times said newspaper has been established, printed and published in the said City of Petaluma, in said County and State at regular intervals for more than one year preceding the first publication of the notice herein mentioned; that said notice was set in type not smaller than nonpareil and was preceded with words printed in black face type not smaller than nonpareil, describing and expressing in general terms, the purport and character of the notice intended to be given; That the Notice of Stock-Holders' Meeting of which the annexed is a printed copy, was published and printed in said newspaper at least sixty days commencing on the 9th day of February, 1921, and ending on the 12th day of April, 1921, both days inclusive, and as often during said time as said newspaper was regularly issued.

(Signed) JOHN A. OLMSTED.

NOTICE OF STOCK-HOLDERS'
MEETING OF PETALUMA CO-
OPERATIVE CREAMERY

Notice is hereby given, that in pursuance of a resolution and order of the Board of Directors of Petaluma Co-operative Creamery, a Corporation duly organized and existing under and by virtue of the laws of the State of California, a meeting of the stock-holders of said corporation is hereby called for, and will be held at the office of the corporation at Petaluma, Sonoma County, California, on Tuesday, the 12th day of April, 1921, at the hour of one thirty o'clock in the afternoon of that day, for the purpose of considering and acting upon a proposal to increase the capital stock of said corporation from \$70,000.00, divided into 10,000 shares of the par value of \$7.00 per share, to \$140,000.00, divided into 20,000 shares of the par value of \$7.00 per share.

The amount to which it is proposed to increase the capital stock is \$140,000.00, and for the further purpose of considering amendments to the articles of incorporation to conform to the increase of capital stock, and such other matters as may properly come before the meeting.

BY ORDER OF THE BOARD
OF DIRECTORS.

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"Subscribed and sworn to before me
this 12th day of April, 1921."

(Seal) FRED S. HOWELL
Notary Public in and for Sonoma County,
California.

There upon upon motion duly made, seconded and carried,
it was ordered by the meeting:

"Resolved, that Notice of this meeting has been given
in accordance with the requirement of the laws of the State of
California, and that more than two-thirds of all of the capital
stock of this corporation is at this meeting represented, and the
owners thereof, present, either in person or by proxy, and that
this meeting is competent to proceed with the transaction of the
business for which it has been called."

and

Thereupon a motion was duly made, seconded that the
following resolution be adopted, to-wit:

"Resolved by the Stock-holders of Petaluma Co-operative
Creamery, representing more than two-thirds of all the subscribed
capital stock of said corporation, in meeting duly assembled and
called by the Board of Directors of said corporation, that said
Corporation, Petaluma Co-operative Creamery, increase its capital
stock from \$70,000.00 divided into 10,000 shares of the par value
of \$7.00 each, to \$140,000.00 divided into 20,000 shares of the
par value of \$7.00 each, and that said capital stock of \$70,000.00
be, and the same is hereby increased to \$140,000.00 divided into
20,000 shares of the par value of \$7.00 each; That the chairman
and Secretary of said stock-holders' meeting, and a majority of
the Board of Directors of said corporation, sign the Certificate
required by law, and that said Secretary file the same in the
office of the County Clerk of the County of Sonoma, State of
California, and file a certified copy thereof in the office of
the secretary of State."

Upon being put to vote, said motion was unanimously
carried and said resolution adopted by a vote of 6755 votes, said
stock-holders owing and representing more than two-thirds of all
the subscribed, issued and outstanding capital stock of said
corporation. The chairman thereupon declared the result of said
vote as above stated, and there being no further business to be
transacted, the meeting on motion duly made, seconded and carried,
adjourned.



PETALUMA CO-OPERATIVE CREAMERY

By H. J. Dado
C H A I R M A N

A. Brown
S E C R E T A R Y.

That the undersigned, H. J. Dado, Chairman, and A. Bloom, Secretary of the aforesaid special meeting of the Stock-holders of Petaluma Co-operative Creamery, a Corporation, duly organized and existing under and by virtue of the laws of the State of California, and H. J. Dado, A. Bloom, H. J. Dado

A. Bloom B.B. Heister J. Olmsted
A. Peltier A.J. Peltier G.W. R. ...

Board of Directors of said corporation, do hereby certify that all the foregoing is true and correct, and is a true and full report of the proceedings had and business done at said meeting of stock-holders, and we further certify that the Board of Directors of said corporation on the 7th day of December, 1921, at a regular meeting of said Board at which a majority of said board was present, unanimously passed and adopted a resolution set forth in the foregoing proceedings, as having been adopted by said board, and that, in pursuance of said resolution and order of said Board of Directors, notice of said meeting of stock-holders (which notice is hereinbefore set forth) was given by publication once a week for at least 60 days, in a newspaper published in the County where the principal business of said corporation is located, in the manner stated in the foregoing affidavit of John A. Olmsted, and that the Secretary of said corporation also addressed a copy of said notice to each of its stock-holders at his known place of residence at least 30 days before the day appointed for said meeting of stock-holders, in the manner stated in the foregoing affidavit of A. Bloom; That the originals of said affidavits of John A. Olmsted and A. Bloom, are now on file in the office of the Secretary of said corporation; That said meeting of stock-holders was held at the time and place indicated in said notice; That said place of meeting was at the principal place of business of said corporation, and at the building where the Board of Directors

usually meet; That at said meeting there were present stock-holders of said corporation, owning and representing more than two-thirds of all of the subscribed capital stock, to-wit: 6753 shares; That the resolutions set out in the foregoing statement as having been passed and adopted at said meeting of stock-holders, were duly adopted by an affirmative vote representing 6755 shares of the subscribed capital stock of said corporation; and that thereupon and thereby the capital stock of said corporation was increased from \$70000.00 divided into 10,000 shares of the par value of \$7.00 each, to \$140,000.00 divided into 20,000 shares of the par value of \$7.00.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 28th day of April, 1921.

H. J. Davis (SEAL)

Chairman of said meeting of
Stock-holders and president of
said corporation.

A. G. Brown (SEAL)

Secretary of said meeting of
stock-holders and secretary of
said Corporation.

H. J. Davis (SEAL)

A. G. Brown (SEAL)

A. R. Evans (SEAL)

J. G. Johnson (SEAL)

B. B. Thomas (SEAL)

A. J. Potter (SEAL)

J. H. Davis (SEAL)

Being and constituting the
Board of Directors of said
Corporation.

STATE OF CALIFORNIA)
COUNTY OF SONOMA) SS

On this 12th day of April, 1921, before me,
FRED S. HOWELL, a Notary Public in and for the County of Sonoma,
State of California, residing therein, duly commissioned and
sworn, personally appeared H. L. Dado B. C. H.

J. P. Jones J. H. Baker F. G. G.
G. Peplin A. J. Petersen C. C.

, known to me to be the Board of Directors
of said Petaluma Co-operative Creamery, a corporation, mentioned
in the foregoing Certificate of Proceedings, and to be and con-
stitute the complete Board of Directors of said Corporation; and
they each duly and severally acknowledged to me that they executed
the foregoing instrument as such Board of Directors, respectively.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my official seal, the day and year first above written.

Fred S. Howell
Notary Public in and for the County
of Sonoma, State of California.



State of California }
County of Sonoma } 28

H. J. DARG, President of Petaluma Co-operative Creamery, mentioned in the foregoing certificate, and A. BLOOM Secretary of said Corporation, mentioned in the foregoing certificate, being each duly sworn, each for himself, deposes and says: That he has read the foregoing Certificate and knows the contents thereof; and that the contents contained therein are true of his own knowledge.

H. J. Darg
PETALUMA

A. Bloom
SONOMA

Subscribed and sworn to before me
this 12 day of April, 1931.

Frank J. Howell
Notary Public in and for the County
of Sonoma, State of California.

Frank J. Howell

STATE OF CALIFORNIA, }
 |
COUNTY OF SONOMA, } 33

I, W. W. FELT, JR., County Clerk of the County of Sonoma, State of California, hereby certify, the foregoing to be a full, true and correct copy of the original certificate of increase of capital stock of the Petaluma Co-operative Creamery, filed in my office on the 25th day of April, 1921.

Attest my hand and my official seal this
25th day of April, 1921.

W.W. Felt Jr. COUNTY CLERK

Asst. Byngton DEPUTY CLERK

Enclosed
FILED

APR 25 1921
W. W. FELT, JR., County Clerk
Asst. Byngton

Due service, and receipt of a copy of the within, is hereby admitted this.....

day of..... 192.....

Attorney for.....

<i>Frank G. Jordan</i>	\$ 70.00 \$ 140.00	
		<p>RECEIVED FOR RECORD APR 23 1921 REGISTRATION AND EXHIBIT DIVISION SOCIETY OF STATE PRACTICING ATTORNEYS OF CALIFORNIA</p> <p>Frank G. Jordan B.P.</p> <p>APR 23 1921 FRED S. HOWELL ATTORNEY-AT-LAW PETALUMA, CALIFORNIA</p> <p>Frank G. Jordan B.P.</p> <p>APR 23 1921 FRED S. HOWELL ATTORNEY-AT-LAW PETALUMA, CALIFORNIA</p>



SECOND AMENDED ARTICLES OF INCORPORATION
OF
PETALUMA CO-OPERATIVE CREAMERY.

WHEREAS, At a meeting of the Board of Directors of Petaluma Co-Operative Creamery, duly and legally called and held at the office of said corporation in the City of Petaluma, County of Sonoma, State of California, at 10³⁰ o'clock in the ~~four~~ noon on the 10th day of May, 1922, all of the members of said Board of Directors being present and voting, it was determined by resolution passed and adopted by unanimous vote, duly recorded, to amend the Articles of Incorporation of said corporation to correspond with the increase in the capital stock thereof, and the said Amended Articles of Incorporation of said corporation as herein-after set forth were read, duly considered and adopted by said Board of Directors of said corporation:

NOW, THEREFORE; THESE AMENDED ARTICLES OF INCORPORATION OF PETALUMA CO-OPERATIVE CREAMERY, WITNESSETH:

FIRST: (Original) That the name of this corporation is the Petaluma Co-Operative Creamery.

SECOND: (As amended) That the purposes for which it is formed are as follows, to-wit: To promote and maintain co-operation and mutual assistance among dairymen and the producers of butterfat in the production, manufacture, transportation and sale of their products, for the purpose and to the end of producing the most healthy and sanitary products, and for the further purpose of economy in the production, manufacture, transportation and sale of such commodities. It is expressly declared not to be the purpose of this company to form a combination to raise prices nor to fix or to assist in fixing the market prices of any commodity.

That it shall have the power to limit its membership and right to hold its certificates of stock to dairymen only. That it shall have the power, in order to carry out its co-operative purposes, to issue and sell its stock on condition that the holders thereof remain dairymen, and at the time of such issue and sale it may contract to repurchase such stock at the reasonable value thereof upon the stockholder ceasing to remain a dairyman, and upon such repurchase it shall have the power to hold its own stock for re-sale, but not as a cancellation or reduction of its capital stock. That said contract of repurchase may be evidenced by its by-laws, which shall be expressly consented to in writing by the stockholder at the time of the issuance and sale of stock to such stockholder, which said agreement of repurchase shall be indorsed on the back of each certificate of stock.

That it is formed for the further purposes, to-wit: to buy, sell, hold, hypothecate and otherwise deal in dairy products of every nature or character; to buy, sell, hold, hypothecate or pledge or otherwise deal in poultry, eggs and farm products of every nature or character; to purchase, own, operate, sell, mortgage and hypothecate cold storage plants, and to purchase, own and sell necessary machinery and equipment therefor; to buy, sell, mortgage and hypothecate and otherwise deal in goods, wares and merchandise and personal property of every kind or character; to buy, sell, hypothecate and otherwise deal in live stock, and to buy, sell and otherwise deal in meats of every kind or character and the by-products thereof; to purchase, own, hold, lease, release, mortgage and hypothecate real estate, and to erect and maintain buildings or other improvements thereon; to buy, own, pledge and hypothecate stocks in other corporations; to declare dividends from the net profits of its business, and from the net profits of its business to pay to the stockholders a bonus on the proportionate amount of butterfat delivered by them to the company, which bonus

may be paid partly in lieu of dividends; and, in general, to do and perform all acts and things necessary or properly incidental to the conduct and operation of co-operative creameries and cold storage plants, and to make reasonable and proper rules and regulations in order to effectuate its co-operative purposes.

THIRD: (Original) That the place where its principal business is to be transacted shall be the City of Petaluma, County of Sonoma.

FOURTH: (Original) That the term for which it is to exist is fifty years from and after the date of its incorporation.

FIFTH: (Original) That the number of its Directors shall be five, and the names and residences of those who are appointed for the first year are:

H. J. Dado,	Petaluma, California,
S. G. Gambonini,	Petaluma, California,
Americo Bloom,	Petaluma, California,
C. C. Boysen,	Petaluma, California,
B. B. Hinshaw,	Petaluma, California,

FIFTH: (As amended on June 25th, 1917,) That the number of Directors shall be seven.

SIXTH: (As amended April 12th, 1921,) That the capital stock of this corporation shall be One hundred forty thousand dollars (\$140,000.00) divided into twenty thousand (20,000) shares of the par value of Seven dollars (\$7.00) per share.

SEVENTH: (Original) That the amount of its capital stock which has been actually subscribed is Fifteen thousand dollars (\$15,000.00), and the following are the names of the persons by whom the same has been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Number of Shares</u>	<u>Amount</u>
Silvio G. Gambonini	150	\$ 750.00
Silvio J. Dado	140	700.00
Bloom Bros.	100	500.00

<u>Name of Subscriber</u>	<u>Number of Shares</u>	<u>Amount</u>
G. Rosselli	20	\$ 100.00
H. J. Dado	30	150.00
A. J. Banchini	65	325.00
C. Ramatici	90	450.00
D. B. Spaletta	70	350.00
A. Bloom	75	375.00
A. F. Garzoli	75	357.00
M. Beltrami	20	100.00
A. Bettinelli	100	500.00
Baroni Bros.	150	750.00
W. & R. Guglielmetti	100	500.00
P. F. Leoni	70	350.00
F. Beltrami	20	100.00
B. S. Garzoli	75	375.00
R. S. Respini	50	250.00
C. C. Boysen	40	200.00
B. B. Hinshaw	25	125.00
Arnold Gambonini	100	500.00
Joe Corda	100	500.00
R. L. Mazza	85	425.00
A. F. Casarotti	100	500.00
P. Pronzini	35	175.00
R. Traversi	25	125.00
J. Masciorini	20	100.00
J. V. Silacci	60	300.00
N. Tomasi	40	200.00
E. Soldati	70	350.00
J. Dadami	35	175.00
A. Sartori	100	500.00
H. E. Fiori	80	400.00
F. Bondietti	45	225.00
E. Doncini	60	300.00

<u>Name of Subscriber</u>	<u>Number of Shares</u>	<u>Amount</u>
L. S. Guglielmetti	80	\$ 400.00
Elzi Bros.	120	600.00
P. Zamaroni	50	600.00
Sartori Bros.	50	250.00
Olympio G. Bolla	50	250.00
Ghisletta & Tamagni	55	275.00
S. Greffi	35	175.00
G. Dambrogi	25	125.00
S. Canepa	60	300.00
B. DeMartini	20	100.00
G. Brunetti	35	175.00
Total	3000	\$ 15,000.00

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 10th day of May, 1922.

H. J. Dado
President

A. T. Bloom
Secretary

Attest:

R. J. Craig
P. Respi
A. J. Petersen
R. L. Mayza
A. T. Bloom
H. J. Dado.
A. J. Lamborini
Complete Board of Directors
of Petaluma Co-Operative
Creamery.

STATE OF CALIFORNIA, } SS.
COUNTY OF SONOMA.

We, the undersigned, H. J. Dado, President, and Americo J. Bloom, Secretary, and S. G. Gambonini, A. J. Peterson, A. J. Respini, R. J. Craig and R. L. Mazza, being and constituting the President and Secretary and complete board of directors of Petaluma Co-operative Creamery, do hereby certify and declare the above and foregoing to be the true and correct Second Amended Articles of Incorporation of said corporation, and we do further certify and declare, that paragraphs Second, Fifth and Sixth of the original Articles of Incorporation of said corporation have been and are now amended in accordance with, and as hereinbefore set forth in, the foregoing Second Amended Articles of Incorporation. We do further certify that said Second Amended Articles of Incorporation were duly adopted by the unanimous vote of all of the members of the Board of Directors of said corporation at a meeting duly and legally called and held on the 10th day of May, 1922, at 10:30 o'clock in the forenoon of that day, and by the written assent of the owners and holders of more than two-thirds of the subscribed capital stock of said corporation. We do further certify that in adopting the amendments to the original Articles of Incorporation of said corporation the following proceedings were had:

That paragraph Second of the original Articles of Incorporation of said corporation was amended as hereinbefore set forth in the above and foregoing Amended Articles of Incorporation, and that in adopting said amendment the following proceedings were had: That at a special meeting of the stockholders of said corporation duly called and held on the 25th day of October, 1917, at the hour of one o'clock in the afternoon of said day, at the principal place of business of said corporation, it was resolved by the vote of more than two-thirds of the issued, subscribed and outstanding capital stock of said corporation that said paragraph Second of the original Articles of Incorporation of this company be amended as hereinbefore set forth in the above and foregoing Amended Articles of Incorporation. That said original Articles of Incorporation, by virtue of said resolution, were and are amended accordingly.

That paragraph Fifth of the original Articles of Incorporation of this company was amended on the 25th day of June, 1917, with the written assent of the stockholders of said corporation representing a majority of its subscribed, issued and outstanding capital stock. That in pursuance of said written assent and amendment of paragraph Fifth of the original Articles of Incorporation of this company, a Certificate of Increase of number of Directors of said Corporation, duly certified by the President and Secretary of said corporation, wherein it was stated what proceedings were had for the purpose of increasing the number of Directors of said corporation, was filed, together with a copy of said written assent of stockholders as aforesaid, in the office of the County Clerk of the County of Sonoma, the same being the County wherein the principal place of business of said corporation is located, and a copy thereof, together with a copy of said written assent, and duly certified by the County Clerk of the said County of Sonoma, was duly filed with the Secretary of State of the State of California on the 25th day of June, 1917.

That in adopting the amendment to paragraph Sixth of the Amended Articles of Incorporation of this company the following proceedings were had: At a special meeting of the Board of Directors of said corporation, duly called and held on the 7th day of February, 1921, at which said meeting there was more than a majority of the Directors of said corporation present, it was resolved that a meeting of the stockholders of the corporation be called for and held at the principal place of business of the company on the 12th day of April, 1921, at the hour of 1:30 o'clock in the afternoon of that day for the purpose of acting upon a proposal to increase the capital stock of said corporation from Seventy thousand dollars (\$70,000.00), divided into ten thousand (10,000) shares of the par value of Seven dollars (\$7.00) per share, to One hundred forty thousand dollars (\$140,000.00), divided into twenty thousand (20,000) shares of the par value of Seven dollars (\$7.00) per share, and for the further purpose of considering amendments to the Articles of Incorporation to conform to such increase of capital stock, and such other matters as may properly come before

the meeting. That by the vote of the Directors present at said meeting it was further resolved that the Secretary of said corporation mail a notice of said meeting to each of the stockholders of said corporation in the manner prescribed by Section 359 of the Civil Code of the State of California, at least thirty (30) days before the said day appointed for said meeting; that in addition thereto the said Secretary cause to be published a copy of said notice in the Petaluma Argus, a newspaper of general circulation published in the City of Petaluma, County of Sonoma, such notice to be published for a period of not less than sixty (60) days before the time appointed for said meeting. That in pursuance thereof the said Secretary personally mailed notice as directed by said Board, and in addition thereto caused a copy of said notice to be published in the Petaluma Argus for more than sixty (60) days before the time appointed for said meeting. That at said special meeting of stockholders, duly called and held as aforesaid at the principal place of business of said corporation on the 12th day of April, 1921, at the hour of 1:30 o'clock in the afternoon of that day, it was resolved by the vote of more than two-thirds of all of the issued, subscribed and outstanding capital stock of said corporation that the capital stock of said corporation be increased from Seventy thousand dollars (\$70,000.00), divided into ten thousand (10,000) shares of the par value of Seven dollars (\$7.00) per share, to One hundred forty thousand dollars (\$140,000.00), divided into twenty thousand (20,000) shares of the par value of Seven dollars (\$7.00) per share; and it was further resolved by a like vote of said stockholders that the Articles of Incorporation of this company be amended so as to conform to said increase of capital stock and so as to correctly set forth such increased capitalization in such amended Articles of Incorporation. That for further particulars and details of the proceedings had whereby paragraph Sixth of the Amended Articles of Incorporation of this company was amended, reference is hereby made to the Certificate of Increase of Capital Stock of Petaluma Co-Operative Creamery, duly filed in the office of the County Clerk of the County of Sonoma, State of California, on the 25th day of April, 1921, and a certified copy of said Certificate heretofore

duly filed in the office of the Secretary of State of the State of California. That in pursuance of said proceedings, more particularly set forth in said Certificate of Increase of Capital Stock, said Paragraph Sixth of the Amended Articles of Incorporation was and now is amended as hereinbefore set forth in paragraph Sixth of the foregoing Second Amended Articles of Incorporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, and caused the corporate seal of said corporation to be affixed hereto, all this 10th day of May, 1922.

H. J. Dado President
G. T. Bloom Secretary

Attest:

H. J. Dado
A. Resini
R. J. Craig
A. J. Petersen
R. L. Mazza
G. T. Bloom
T. G. Grandolini
Board of Directors.

Subscribed and sworn to before me
this 10th day of May, 1922.

Fran Shree
Notary Public in and for the County
of Sonoma, State of California.

STATE OF CALIFORNIA, }
COUNTY OF SONOMA. } SS.

BE IT REMEMBERED, That on the
10th day of May, 1922, before me, Fred S. Howell, Notary
Public in and for the County of Sonoma, residing therein,
duly commissioned and sworn, personally appeared H. J. DADO,
known to me to be the President of Petaluma Co-Operative
Creamery, and AMERICO J. BLOOM, known to me to be the Secretary
of said corporation, and S. G. GAMBONINI, A. J. PETERSEN,
A. J. RESPINI, R. J. CRAIG and R. L. MAZZA, known to me to be
the complete Board of Directors of said corporation, and be-
ing by me each duly and severally sworn, each for himself and
not one for the other, deposed and said, that he has read the
above and foregoing certificate subscribed by him and knows
the contents thereof, and that the statements and facts con-
tained therein are true of his own knowledge.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my Official Seal at my office in the County of Sonoma,

the day and year in this Certificate
first above written.

Fred S. Howell
Notary Public in and for the County
of Sonoma, State of California.

shares Capital Stock and
70,000

FRANCINAL

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SECOND AMENDED ARTICLES OF
INCORPORATION
OF

PETALUMA CO-OPERATIVE
CREAMERY.

FILED

In the office of the Secretary of State
of the STATE OF CALIFORNIA

SEP 8 - 1922

FRANK C. JORDAN
SECRETARY OF STATE

By *Frank C. Jordan* [Signature]

Dated May 10th 1922.

FRED S. HOWELL
ATTORNEY-AT-LAW
PETALUMA, CALIFORNIA

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CERTIFICATE.**FILED**In the office of the Secretary of State
OF THE STATE OF CALIFORNIASTATE OF CALIFORNIA,)
)ss.
COUNTY OF SONOMA,)

AUG 18 1932

FRANK C. JORDAN

SECRETARY OF STATE

DEPUTY

We, the undersigned S. G. Gambrine, President,
 and R. L. Mazza, Secretary, of Petaluma Cooperative
 Creamery, a corporation, do hereby certify and declare:

I

That on the 9th day of August, 1932, at the hour of
 9:00 A. M. of that day in the City of Petaluma, County of
 Sonoma, State of California, a special meeting of the
 Board of Directors of Petaluma Cooperative Creamery was duly
 called and held, at which meeting all of the Directors of
 said corporation were present.

II

That at said meeting a resolution providing for the
 adoption of the Amended Articles of Incorporation was
 duly adopted by the vote of all of the Directors of said
 corporation, which said resolution was in the words and
 figures as follows, to-wit:

"RESOLVED, That the following Amended Articles
 of Incorporation of Petaluma Cooperative Creamery
 be, and the same are, hereby adopted, to-wit:

THIRD AMENDED ARTICLES OF INCORPORATION
OF
PETALUMA COOPERATIVE CREAMERY.

- - -
FIRST: (Original) That the name of this corporation
is Petaluma Cooperative Creamery.

SECOND: (As amended August 9, 1932) That the purposes
for which it is formed are as follows: To engage in any
activities in connection with the marketing or selling of the
agricultural products of its members, or with the harvesting,
preserving, drying, processing, canning, packing, grading,
storing, handling, shipping, or utilization thereof, or the
manufacturing or making of the by-product thereof, or in
connection with the manufacturing, selling or supplying
to its members of machinery, equipment or supplies; or in the
financing of the above ienumerated activities, or in any one
or more of the activities specified herein. To promote and
maintain cooperation and mutual assistance among dairymen
and the producers of butter-fat in the cooperative production,
manufacture, transportation, sale, and distribution of their
products for the purpose and to the end of producing the most
healthful and sanitary product, and for the further
purpose of economy and efficiency in the production, manufacture,
transportation, sale and distribution of such commodities.
It is expressly declared not to be the purpose of this Company
to form a combination to raise prices, nor to fix or assist
in fixing the market prices of any commodity.

It shall limit its membership and right to hold

certificates of stock to dairymen only. It shall have power in order to carry out its cooperative purposes to issue and sell its stock on condition that the holders thereof remain dairymen, and at the time of such issue and sale it may contract to repurchase such stock at the reasonable value thereof upon the stockholder's ceasing to remain a diaryman, and upon such repurchase it shall have the power to hold its own stock for resale, but not as a cancellation or reduction of its capital stock. The said contract of repurchase and the qualifications of the right to hold stock shall be evidenced by its By-laws, which shall be expressly consented to in writing by the stockholders at the time of the issuance and sale of stock to such stockholders, which said agreement of repurchase shall be endorsed on the back of each certificate of stock.

It is formed for the further incidental purposes, to-wit: To buy, sell, hold, hypothecate, and otherwise deal in dairy products of every nature or character; to buy, sell, hold, hypothecate or pledge, or otherwise deal in poultry, eggs, and farm products of every nature or character; to purchase, own, operate, sell, mortgage, lease or hypothecate cold storage plants; and to purchase, own, lease or sell necessary machinery and equipment therefor; to buy, sell, mortgage and hypothecate, and otherwise deal in goods and merchandise and personal property of every kind or character as incidental to its main purposes; to buy, sell, hypothecate, or otherwise deal in live stock, and to buy, sell, and otherwise deal in meats of every kind or character, and the by-products thereof; to purchase, own, hold, lease, release, and mortgage real estate, and to erect and maintain buildings or other improvements thereon; to buy, own, pledge and hypothecate stocks of other corporations; to declare dividends from the net profits of its business and from the net profits

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of its business to pay to the stockholders a bonus on the proportionate amount of butter-fat delivered by each such stockholder to the Company, which bonus may be paid partly or wholly in lieu of dividends; and in general to do and perform all acts and things necessary or properly incidental to the conduct and operation of cooperative creameries and cold storage plants, and to make reasonable and proper rules and regulations in order to effectuate its cooperative purposes.

THIRD: (Original) That the place where its principal business is to be transacted shall be the City of Petaluma, County of Sonoma.

FOURTH: (As amended August 9, 1932) That it shall have perpetual existence.

FIFTH: (As amended August 9, 1932) That the number of and their term of office shall be 1 year or until the election and qualifications of their successors. Its Directors shall be seven (7), and the names and residences of those who are appointed for the first year are:

H. J. Dado,	Petaluma, California,
S. G. Gambonini,	Petaluma, California,
Americo Bloom,	Petaluma, California,
C. C. Boysen,	Petaluma, California,
B. B. Hinshaw,	Petaluma, California.

SIXTH: (As amended August 9, 1932) The capital stock of this corporation shall be Three Hundred Fifty Thousand and no/100 Dollars (\$350,000.00) divided into fifty thousand (50,000) shares of the par value of Seven and no/100 Dollars (\$7.00) per share.

SEVENTH: (Original) That the amount of its capital stock which has been actually subscribed is Fifteen thousand dollars (\$15,000.00), and the following are the names of the persons by whom the same has been subscribed, to-wit:

Name of Subscriber	Number of Shares	Amount
Silvio G. Gambonini	150	\$750.00

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Silvio J. Dado	140	\$700.00
Bloom Bros.	100	500.00
G. Rosselli	20	100.00
H. J. Dado	30	150.00
A. J. Banchini	65	325.00
C. Ramatici	90	450.00
D. B. Spaletta	70	350.00
A. Bloom	75	375.00
A. F. Garzoli	75	357.00
M. Beltrami	20	100.00
A. Bettinelli	100	500.00
Baroni Bros.	150	750.00
W. & R. Guglielmetti	100	500.00
P. F. Leoni	70	350.00
F. Beltrami	20	100.00
B. S. Garzoli	75	375.00
R. S. Respini	50	250.00
C. C. Boysen	40	200.00
B. B. Hinshaw	25	125.00
Arnold Gambonini	100	500.00
Joe Corda	100	500.00
R. L. Mazza	85	425.00
A. F. Casarotti	100	500.00
P. Pronzini	35	175.00
R. Traversi	25	125.00
J. Masciorini	20	100.00
J. V. Silacci	60	300.00
N. Tomasi	40	200.00
E. Soldati	70	350.00
J. Dadami	35	175.00
A. Sartori	100	500.00
H. E. Fiori	80	400.00
F. Bondietti	45	225.00

✓

E. Doncini	60	\$300.00
L. S. Guglielmetti	80	400.00
Elzi Bros.	120	600.00
P. Zamaroni	50	600.00
Sartori Bros.	50	250.00
Olympio G. Bolla	50	250.00
Ghisletta & Tamagni	55	275.00
S. Greffi	35	175.00
G. Dambrogi	25	125.00
S. Canepa	60	300.00
B. DeMartini	20	100.00
G. Brunetti	<u>35</u>	<u>175.00</u>
Total	3000	\$15,000.00

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 9th day of August, 1932.

S. G. Gambonini
President

R. L. Magga
Secretary

Attest:

S. G. Gambonini
R. L. Magga
J. Repini
P. J. Azereedo
H. S. Wilson
A. D. Borda
Allen Hart

Complete Board of Directors of
Petaluma Cooperative Creamery.

III

That the vote in favor of such resolution was nine (9) affirmative and no negative, said resolution being carried unanimously.

IV

That thereafter, to-wit: at Petaluma, in the County of Sonoma, at the regular annual meeting of the shareholders of Petaluma Cooperative Creamery duly called and held at the hour of ten (10:00) A. M. on the 9th day of August, 1932, the above and foregoing resolution of Directors was approved by the affirmative vote of shareholders of said corporation owning and holding more than a majority of the outstanding and issued shares of stock of said corporation, to-wit: by shareholders owning and holding 9743 shares of the capital stock of said corporation. The resolution of the shareholders approving the directors resolution set forth the wording of the directors resolution. V

That the total number of issued and outstanding shares, the holders of which are entitled to vote on amendments to the Articles, are 19444 shares.

IN WITNESS WHEREOF, We have signed this certificate and caused the seal of said corporation to be affixed thereto this 9th day of August, 1932.

J.G.Gamboni
President Petaluma Cooperative Creamery

R.L.Mazza
Secretary of Petaluma Cooperative Creamery.

STATE OF CALIFORNIA,)
)SS.
COUNTY OF SONOMA,)

J.G.Gamboni and R.L.Mazza, whose names are signed to the above certificate, being duly sworn each

for himself, deposes and says:

That the said J.G. Tamborini is the President and
the said R.L. Mazzo is the Secretary of Petaluma
Cooperative Creamery, the corporation mentioned in the foregoing
certificate. That he has read the above certificate, and
that the same is true of his own knowledge.

J.G. Tamborini
R.L. Mazzo

Subscribed and sworn to before me
this 9th day of August, 1932.

James Howell
Notary Public in and for the County
of Sonoma, State of California.

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JAN
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THIRD AMENDED ARTICLES OF
INCORPORATION OF PETALUMA
COOPERATIVE CREAMERY.

FRED S. HOWELL
ATTORNEY AT LAW
PETALUMA, CALIFORNIA

Corporation Number
74518

FILED

In the office of the Secretary of State
OF THE STATE OF CALIFORNIA
AUG 21 1936

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

FRANK C. JORDAN
SECRETARY OF STATE
By *S. G. Gambonini* DEPUTY

OF
PETALUMA COOPERATIVE CREAMERY

The undersigned, S. G. GAMBONINI, President, and ALLEN HART, Secretary, do hereby certify that they are respectively, and have been at all times herein mentioned the duly elected and acting President and Secretary of PETALUMA COOPERATIVE CREAMERY, a California corporation, and further that:

I

At a special meeting of the Board of Directors of said Corporation, duly held at its principal office, for the transaction of business, at Petaluma, California, at Nine (9:00) o'clock A. M. on the 11th day of August, 1936, at which meeting there was at all times present and acting, a quorum of the members of said Board, the following resolution was duly adopted:

"WHEREAS, it is deemed by the Board of Directors of this Corporation to be to its best interests, and to the best interests of its shareholders that its Articles of Incorporation be amended pursuant to, and in accordance with Division VI., Chapter IV. of the Agricultural Code of the State of California, as a non-profit cooperative marketing association:

NOW THEREFORE, be it resolved that in order to accomplish the aforesaid purpose, Article Second of the Third Amended Articles of Incorporation of this Corporation be amended so as to read as follows:

'SECOND: That the purposes for which it is formed are as follows:

(a) It is organized and shall exist as a non-profit, cooperative corporation for the purposes provided for in, or permitted by the provisions of Chapter 4, Division VI of the Agricultural Code of the State of California, pertaining to non-profit cooperative marketing associations, and shall have the further specified powers and purposes: To engage in any activity in connection with the marketing, selling, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, or utilization of any products produced or delivered to it by its members or stockholders, or the manufacturing or marketing of the by-products thereof; or any activity in connection with the purchase, hiring or use by its members of supplies, machinery,

or equipment, or in the financing of any such activities; or in any one or more of the activities specified in this section.

- (b) To borrow without limitation as to amount of corporate indebtedness or liability, and to make advances to members or stockholders.
- (c) To act as the agent or representative of any member or members in any of the above-mentioned activities.
- (d) To purchase, or otherwise acquire, hold, own, and exercise all rights of ownership in, sell, transfer, pledge or guarantee the payment of dividends or interest on, or the retirement or redemption of shares of the capital stock, or bonds of any corporation or association engaged in any related activity, or in the warehousing, or handling, or marketing, or packing, or manufacturing, or processing, or preparing for market, of any of the products handled by the association.
- (e) To establish reserves and invest the funds thereof in bonds or any such other property as may be provided in the By-Laws.
- (f) To buy, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of any of the business of the association, or incidental thereto.
- (g) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes, or the attainment of any one or more of the objects herein enumerated, or conducive to, or expedient for the interest and benefit of the association; to contract accordingly, and in addition, exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized, or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of this State to ordinary corporations, except such as are inconsistent with the express provisions of Division VI, Chapter IV of the Agricultural Code of the State of California.'

RESOLVED FURTHER that the Board of Directors of this Corporation hereby adopts and approves the said Amendment of its Articles of Incorporation;

RESOLVED FURTHER, that the President or a Vice President, and the Secretary, or an Assistant Secretary of this Corporation be, and they are hereby authorized and directed to procure the adoption and approval of the foregoing amendment by the vote, or written consent of shareholders of this Corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oaths, and to file a certificate in the form and manner required by Section 362B of the California Civil Code, and in general to do any and all things necessary to effect said amendment, in accordance with said Section 362B."

II

At the regular annual meeting of the shareholders of said Corporation, duly held at its said principal office, for the transaction of business at Ten (10:00) o'clock, A. M., on the 11th day of August, 1936, the following resolution was duly adopted:

"WHEREAS, the Board of Directors of this Corporation, at a special meeting duly held on the 11th day of August, 1936, at the principal office of this Corporation, located at Petaluma, California, adopted and approved by resolution of said Board, an amendment of the Third Amended Articles of Incorporation of this Corporation, to read as follows:

'SECOND: That the purposes for which it is formed are as follows:

(a) It is organized and shall exist as a non-profit, cooperative corporation for the purposes provided for in, or permitted by the provisions of Chapter 4, Division VI. of the Agricultural Code of the State of California pertaining to non-profit, cooperative marketing associations, and shall have the further specified powers and purposes: To engage in any activity in connection with the marketing, selling, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, or utilization of any products produced or delivered to it by its members or stockholders, or the manufacturing or marketing of the by-products thereof; or any activity in connection with the purchase, hiring or use by its members of supplies, machinery, or equipment, or in the financing of any such activities; or in any one or more of the activities specified in this section.

(b) To borrow without limitation as to amount of corporate indebtedness or liability, and to make advances to members or stockholders.

(c) To act as the agent or representative of any member or members in any of the above-mentioned activities.

(d) To purchase, or otherwise acquire, hold, own, and exercise all rights of ownership in, sell, transfer, pledge or guarantee the payment of dividends or interest on, or the retirement or redemption of shares of the capital stock, or bonds of any corporation or association engaged in any related activity, or in the warehousing, or handling, or marketing, or packing, or manufacturing, or processing, or preparing for market, of any of the products handled by the association.

(e) To establish reserves and invest the funds thereof in bonds or any such other property as may be provided in the By-Laws.

(f) To buy, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of any of the business of the association, or incidental thereto.

(h) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes, or the attainment of any one or more of the objects herein enumerated, or conducive to, or expedient for the interest and benefit of the association; to contract accordingly, and in addition, exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized, or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of this State to ordinary corporations, except such as are inconsistent with the express provisions of Division VI, Chapter IV of the Agricultural Code of the State of California.'

NOW THEREFORE, be it resolved that the foregoing amendment of the Third Amended Articles of Incorporation of this Corporation be, and the same is hereby approved and adopted by the shareholders of this Corporation, and that Article Second of the Third Amended Articles of Incorporation of this Corporation be amended to read as herein set forth."

III

The foregoing amendment was adopted at said shareholders' meeting by a total vote of 10649 shares.

IV

The total number of shares of said Corporation, entitled to vote on or consent to the adoption of such amendment is 21111.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 12 day of August, 1936.

J.G. Gambonino
President of Petaluma Cooperative Creamery

Allen Hart
Secretary of Petaluma Cooperative Creamery

STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss.

J.G. Gambonino and Allen Hart

being duly sworn each for himself, deposes and says:

That J.G. Gambonino is and was at all of the times mentioned in the foregoing certificate of amendment, the President of PETALUMA COOPERATIVE CREAMERY, the California Corporation therein mentioned, and Allen Hart is and was at all of said times, the Secretary of said Corporation; that each has read

said certificate, and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary.

S. G. Lamborn pres
Allen Hart sec

Subscribed and sworn to before me
this 13 day of August, 1936.

John Schreyer
Notary Public in and for the County
of Sonoma, State of California.

ORIGINAL

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

OF

PETALUMA COOPERATIVE CREAMERY

Dated: August 17, 1936.

524/18

FRED S. HOWELL
ATTORNEY-AT-LAW
PETALUMA, CALIFORNIA

SEP 17 1936

FILED

In the office of the Secretary of State
of the State of California

APR 28 1949

FRANK M. JORDAN, Secretary of State
By *Frank M. Jordan*
Assistant Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF PETALUMA CO-OPERATIVE CREAMERY

The undersigned, G. B. MAGGETTI, President, and FRANCIS MAZZA, Secretary, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of PETALUMA CO-OPERATIVE CREAMERY, a California corporation, and further that:

(1) At a regular meeting of the Board of Directors of said corporation, duly held at its principal office for the transaction of business, at Petaluma, California, at 10 o'clock A.M., on the 25th day of March, 1949, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

Whereas this corporation exists pursuant to the provisions of Chapter 4, Division VI, of the Agricultural Code of the State of California, pertaining to nonprofit, co-operative marketing associations; and

Whereas it is deemed by the board of directors of this corporation to be to the best interests of this corporation and its shareholders that the directors be divided into classes, and that the terms of office of each class shall expire at different times in order to preserve the continuity of the board and obtain the benefits of uninterrupted experienced direction:

N o w, T h e r e f o r e, be it

RESOLVED that section Fifth of the Third Amended Articles of Incorporation of Petaluma Co-operative Creamery be amended to read as follows:

"Fifth: That the number of its Directors shall be seven (7), and shall be divided into three (3) classes, to wit: Class I to consist of two (2) directors; Class II to consist of two (2) directors; and Class III to consist of three (3) directors. The names and residences of those who are appointed Class I directors hereunder for the first term are:

Number of directors changed fr
5 to 7

68

<u>Name</u>	<u>Residence</u>
<u>D. B. Burbank</u>	<u>Fallon</u> , California
<u>Joe Moreda</u>	<u>Petaluma</u> , California

The names and residences of those who are appointed Class II directors hereunder for the first term are:

<u>Name</u>	<u>Residence</u>
<u>Boyd Stewart</u>	<u>Olema</u> , California
<u>Ritz Guggiana</u>	<u>Santa Rosa</u> , California

The names and residences of those who are appointed Class III directors hereunder for the first term are:

<u>Name</u>	<u>Residence</u>
<u>Francis Mazza</u>	<u>Petaluma</u> , California
<u>Maurice Respini</u>	<u>Petaluma</u> , California
<u>C. B. Maggetti</u>	<u>Petaluma</u> , California

The term of office of the Class I directors shall continue until the annual meeting of the shareholders to be held in 1949, the term of office of the Class II directors shall continue until the annual meeting of the shareholders to be held in 1950, and the term of office of the Class III directors shall continue until the annual meeting of the shareholders to be held in 1951. Commencing at the regular annual meeting of the shareholders in 1949 and at each regular annual meeting of the shareholders thereafter, the successors to the class of directors whose term shall expire in that year shall be elected for a term of three (3) years. The directors shall hold office until their successors are, respectively, elected and qualified, and their terms of office shall begin immediately after their election.

The original articles of incorporation provided:
 *That the number of its Directors shall be Five, and that the names and residences of those who are appointed for the first year are:

H. J. Dado,	Petaluma, California.
S. G. Gambonini,	Petaluma, California.
Americo Bloom,	Petaluma, California.
G. C. Boysen,	Petaluma, California.
B. B. Hinshaw,	Petaluma, California."

and be it further

RESOLVED that the board of directors of this corporation hereby adopts and approves

said amendment of its articles of incorporation; and
be it further

RESOLVED that the president or a vice president
and the secretary or an assistant
secretary of this corporation be and they hereby are
authorized and directed to procure the adoption and
approval of the foregoing amendment of the articles
of this corporation by the vote or written consent
of the stockholders of this corporation holding at
least a majority of the voting power, and thereafter
to sign and verify by their oaths and to file a
certificate in the form and manner required by
sections 3672 and 3673 of the California Corporations
Code, and in general to do any and all things neces-
sary and proper or desirable to effect said amendment
of the articles of incorporation in accordance with
law; and be it further

RESOLVED that section II of Article II of the
by-laws of this corporation shall, as
of the time said amendment to the articles of incor-
poration becomes effective, be amended to read as
follows:

"Section II. Term of Office.

The number of the Directors of this corporation
shall be seven (7), and shall be divided into three
(3) classes, to wit: Class I to consist of two (2)
directors; Class II to consist of two (2) directors;
and Class III to consist of three (3) directors. The
names and residences of those who are appointed Class
I directors hereunder for the first term are:

<u>Name</u>	<u>Residence</u>
D. B. Burbank	Fallon, California
Joe Moreda	Petaluma, California

The names and residences of those who are appointed
Class II directors hereunder for the first term are:

<u>Name</u>	<u>Residence</u>
Boyd Stewart	Olema, California
Ritz Guggiana	Santa Rosa, California

The names and residences of those who are appointed
Class III directors hereunder for the first term are:

<u>Name</u>	<u>Residence</u>
Francis Mazza	Petaluma, California
Maurice Respini	Petaluma, California

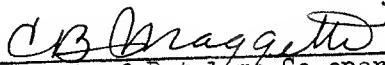
C. B. Maggetti Petaluma, California

The term of office of the Class I directors shall continue until the annual meeting of the shareholders to be held in 1949, the term of office of the Class II directors shall continue until the annual meeting of the shareholders to be held in 1950, and the term of office of the Class III directors shall continue until the annual meeting of the shareholders to be held in 1951. Commencing at the regular annual meeting of the shareholders in 1949 and at each regular annual meeting of the shareholders thereafter, the successors to the class of directors whose term shall expire in that year shall be elected for a term of three (3) years. The directors shall hold office until their successors are, respectively, elected and qualified, and their terms of office shall begin immediately after their election."

(2) The number of shares of said corporation consenting to such amendment of its articles of incorporation is 20,060, and attached hereto and by this reference made a part hereof is a copy of the form of written consent executed by the holders of said shares.

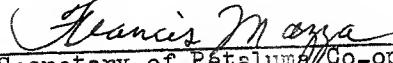
(3) The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is 29,196.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 26th day of April, 1949.



President of Petaluma Co-operative Creamery

(CORPORATE SEAL)



Secretary of Petaluma Co-operative Creamery

STATE OF CALIFORNIA, }
County of Sonoma. } ss.

C. B. MAGGETTI and FRANCIS MAZZA, being duly sworn,
each for himself, deposes and says:

That C. B. MAGGETTI is and was at all times mentioned
in the foregoing certificate of amendment the President of
PETALUMA CO-OPERATIVE CREAMERY, the California corporation
therein mentioned, and FRANCIS MAZZA is and was at all of said
times the Secretary of said corporation; that he has read said
certificate, and that the statements therein made are true of
his own knowledge, and that the signatures purporting to be the
signatures of said president and said secretary thereto are the
genuine signatures of said president and said secretary,
respectively.

C B Maggetti
President

Francis Mazza
Secretary

Subscribed and sworn to before
me this 26th day of April, 1949.

Lester D. Dill
NOTARY PUBLIC in and for the County
of Sonoma, State of California.

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WRITTEN CONSENT OF SHAREHOLDER OF PETALUMA CO-OPERATIVE CREAMERY, A CALIFORNIA CORPORATION, TO AMENDMENT OF ARTICLES OF INCORPORATION AND TO AMENDMENT OF BY-LAWS

The undersigned shareholder, owning and holding the number of shares of the capital stock of PETALUMA CO-OPERATIVE CREAMERY, a California nonprofit co-operative marketing corporation, set opposite his signature, hereby adopts, approves, ratifies, and consents in writing to those certain resolutions providing for (1) the amendment of Article Fifth of the amended articles of incorporation of said corporation and (2) the amendment of section II of Article II of the by-laws of said corporation passed at a meeting of the board of directors of the corporation duly held at the principal office of said corporation at Petaluma, California, at 10 o'clock A. M., on March 25, 1949, reading as follows:

WHEREAS, this corporation exists pursuant to the provisions of Chapter 4, Division VI, of the Agricultural Code of the State of California, pertaining to nonprofit, co-operative marketing associations; and

WHEREAS, it is deemed by the board of directors of this corporation to be to the best interests of this corporation and its shareholders that the directors be divided into classes, and that the terms of office of each class shall expire at different times in order to preserve the continuity of the board and obtain the benefits of uninterrupted experienced direction;

Now, therefore, be it

RESOLVED, that section Fifth of the Third Amended Articles of Incorporation of Petaluma Co-operative Creamery be amended to read as follows:

"Fifth: That the number of its Directors shall be seven (7), and shall be divided into three (3) classes, to wit: Class I to consist of two (2) directors; Class II to consist of two (2) directors; and Class III to consist of three (3) directors. The names and residences of those who are appointed Class I directors hereunder for the first term are:

Name	Residence
D. B. Burbank	Fallon, California
Joe Moreda	Petaluma, California

The names and residences of those who are appointed Class II directors hereunder for the first term are:

Name	Residence
Boyd Stewart	Olema, California
Ritz Guggiana	Santa Rosa, California

The names and residences of those who are appointed Class III directors hereunder for the first term are:

Name	Residence
Francis Mazza	Petaluma, California
Maurice Respi	Petaluma, California
C. B. Maggetti	Petaluma, California

The term of office of the Class I directors shall continue until the annual meeting of the shareholders to be held in 1949, the term of office of the Class II directors shall continue until the annual meeting of the shareholders to be held in 1950, and the term of office of the Class III directors shall continue until the annual meeting of the shareholders to be held in 1951. Commencing at the regular annual meeting of the shareholders in 1949 and at each regular annual meeting of the shareholders thereafter, the successors to the class of directors whose term shall expire in that year shall be elected for a term of three (3) years. The directors shall hold office until their successors are, respectively, elected and qualified, and their terms of office shall begin immediately after their election.

The original articles of incorporation provided: "That the number of its Directors shall be Five, and that the names and residences of those who are appointed for the first year are:

H. J. Dado	Petaluma, California
S. G. Gambonini	Petaluma, California
Americo Bloom	Petaluma, California
C. C. Boysen	Petaluma, California
B. B. Hinshaw	Petaluma, California

and be it further

RESOLVED, that the board of directors of this corporation hereby adopts and approves said amendment of its articles of incorporation; and be it further

RESOLVED, that the president or a vice-president and the secretary or an assistant secretary of this corporation be and they hereby are authorized and directed to procure the adoption and approval of the foregoing amendment of the articles of this corporation by the vote or written consent of the stockholders of this corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by sections 3672 and 3673 of the California Corporations Code, and in general to do any and all things necessary and proper or desirable to effect said amendment of the articles of incorporation in accordance with law; and be it further

RESOLVED, that section II of Article II of the by-laws of this corporation shall, as of the time said amendment to the articles of incorporation becomes effective, be amended to read as follows:

"Section II. Term of Office. The number of the Directors of this corporation shall be seven (7), and shall be divided into three (3) classes, to wit: Class I to consist of two (2) directors; Class II to consist of two (2) directors; and Class III to consist of three (3) directors. The names and residences of those who are appointed Class I directors hereunder for the first term are:

Name	Residence
D. B. Burbank	Fallon, California
Joe Moreda	Petaluma, California

The names and residences of those who are appointed Class II directors hereunder for the first term are:

Name	Residence
Boyd Stewart	Olema, California
Ritz Guggiana	Santa Rosa, California

The names and residences of those who are appointed Class III directors hereunder for the first term are:

Name	Residence
Francis Mazza	Petaluma, California
Maurice Respi	Petaluma, California
C. B. Maggetti	Petaluma, California

The term of office of the Class I directors shall continue until the annual meeting of the shareholders to be held in 1949, the term of office of the Class II directors shall continue until the annual meeting of the shareholders to be held in 1950, and the term of office of the Class III directors shall continue until the annual meeting of the shareholders to be held in 1951. Commencing at the regular annual meeting of the shareholders in 1949 and at each regular annual meeting of the shareholders thereafter, the successors to the class of directors whose term shall expire in that year shall be elected for a term of three (3) years. The directors shall hold office until their successors are, respectively, elected and qualified, and their terms of office shall begin immediately after their election."

And the undersigned hereby adopts, ratifies, approves, and consents to the foregoing amendment of said articles of incorporation and of said by-laws, and consents that said Article Fifth of said articles of incorporation and said section II of Article II of said by-laws be amended to read as herein set forth.

Dated:

Name of Shareholder

Number of Shares

73

In the Office of the Secretary of State
of the State of California
JUN 3 - 1953

Capital stock changed from: \$350,000 to \$660,000

FRANCIS D. MAZZA, Secretary of State
Cecil J. Plasman

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF PETALUMA CO-OPERATIVE CREAMERY

The undersigned, C. B. MAGGETTI, president, and FRANCIS MAZZA, secretary, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting president and secretary of PETALUMA CO-OPERATIVE CREAMERY, a California corporation, and further that:

(1) At a regular meeting of the board of directors of said corporation, duly held at its principal office for the transaction of business, at Petaluma, California, at 10:00 o'clock A. M., on the 25th day of March, 1953, at which meeting there was at all times present and acting a quorum of the members of said board, the following resolutions were duly adopted:

RESOLVED that Article Sixth of the Third Amended Articles of Incorporation of Petaluma Co-operative Creamery be amended to read as follows:

"Sixth: The aggregate par value of the capital stock of this corporation shall be six hundred sixty thousand dollars (\$660,000) and said stock shall be divided into 60,000 shares of the par value of eleven dollars (\$11) per share."

and be it further

RESOLVED that the board of directors of this corporation hereby adopts and approves said amendment of its articles of incorporation; and be it further

RESOLVED that the president or a vice president and the secretary or an assistant secretary of this corporation be and they hereby are authorized and directed to procure the adoption and approval of the foregoing amendment of the articles of this corporation by the vote or written consent of the stockholders of this corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by sections 3672 and 3673 of the California Corporations Code, and in general to do any and all things necessary and proper or desirable to effect said amendment to the articles of incorporation in accordance with law.

(2) The number of shares of said corporation consenting to such amendment of its articles of incorporation is 22,100, and attached hereto and by this reference made a part hereof is a copy of the form of written consent executed by the holders of said shares.

(3) The total number of shares of said corporation entitled to vote on or consent to the adoption of said amendment is 29,292.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 1st day of June, 1953.

C B Maggeth
President of Petaluma Co-operative Creamery

Haney Mays
Secretary of Petaluma Co-operative Creamery

STATE OF CALIFORNIA,)
County of Sonoma.) ss.

C. B. MAGGETTI and FRANCIS MAZZA, being duly sworn,
each for himself, deposes and says:

That C. B. Maggetti is and was at all times mentioned
in the foregoing certificate of amendment the President of
PETALUMA CO-OPERATIVE CREAMERY, the California corporation
therein mentioned, and Francis Mazza is and was at all of said
times the Secretary of said corporation; that he has read said
certificate, and that the statements therein made are true of
his own knowledge, and that the signatures purporting to be the
signatures of said president and said secretary thereto are the
genuine signatures of said president and said secretary, respec-
tively.

C B Maggetti
President

Francis Mazza
Secretary

Subscribed and sworn to
before me this 1st day
of June 1953.

Clarence Eki
NOTARY PUBLIC
in and for the County of Sonoma,
State of California

My Commission Expires on February 10, 1957

***Written Consent of Shareholder of Petaluma Co-operative Creamery,
a California Corporation, to Amendment of Articles of Incorporation
and to Amendment of By-Laws***

The undersigned shareholder, owning and holding the number of shares of the capital stock of Petaluma Co-operative Creamery, a California non-profit co-operative marketing corporation, set opposite his signature, hereby adopts, approves, ratifies and consents in writing to these certain resolutions providing for (1) the amendment of Article Sixth of the Third Amended Articles of Incorporation of said corporation, (2) the amendment of section II of Article I of the by-laws of said corporation, and (3) the amendment of subsection Fifth of section VI of Article II of the by-laws of said corporation passed at a meeting of the board of directors duly held at the principal office of said corporation at Petaluma, California, at 10 o'clock A. M., on the 25th day of March, 1953, reading as follows:

RESOLVED, that Article Sixth of the Third Amended Articles of Incorporation of Petaluma Co-operative Creamery be amended to read as follows:

"Sixth: The aggregate par value of the capital stock of this corporation shall be six hundred sixty thousand dollars (\$660,000) and said stock shall be divided into 60,000 shares of the par value of eleven dollars (\$11) per share."

And be it further

RESOLVED, that the board of directors of this corporation hereby adopts and approves said amendment of its articles of incorporation; and be it further

RESOLVED, that the president or a vice-president and the secretary or an assistant secretary of this corporation be and they hereby are authorized and directed to procure the adoption and approval of the foregoing amendment of the articles of this corporation by the vote or written consent of the stockholders of this corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by sections 3672 and 3673 of the California Corporations Code, and in general to do any and all things necessary and proper or desirable to effect said amendment to the articles of incorporation in accordance with law.

RESOLVED, that section II of Article I of the by-laws of this corporation shall, as of the time said amendment to the articles of incorporation becomes effective, be amended to read as follows:

"Section II. Regular Annual Meeting.

The regular annual meeting of the stockholders shall be held at Petaluma, Sonoma County, California, at the principal office of the Petaluma Co-operative Creamery, on the last Tuesday in August of each year for the purpose of electing directors, and for the transaction of such other business as may be authorized or required to be transacted by the stockholders. Notice of the time and place of each regular meeting of the stockholders shall be given in writing."

RESOLVED, that subsection Fifth, section VI of Article II of the by-laws of this corporation, shall, as of the time said amendment to the articles of incorporation becomes effective, be amended to read as follows:

"Section VI. Powers of Directors.

Fifth: To contract indebtedness and borrow money for the purposes of the corporation in an amount not exceeding three hundred fifty thousand dollars (\$350,000), and to execute and deliver therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor."

And the undersigned hereby adopts, ratifies, approves and consents to the foregoing amendment of said articles of incorporation and of said by-laws as herein set forth.

Dated: , 1953.

Name of Shareholder

Number of Shares

.....
(Signature)

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

of

PETALUMA CO-OPERATIVE CREAMERY

Dated: June 1, 1953.

PILLSBURY, MADISON & SUTRO
ATTORNEYS AT LAW
STANDARD OIL BUILDING SAN FRANCISCO 4, CAL.